

SUGGESTED ARTICLES OF INCORPORATION

-----OF-----

BOXELDER CREEK IRRIGATION COMPANY

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STATE OF UTAH                    )  
                                      ) SS.  
COUNTY OF BOXELDER        )

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, more than one third of whom are residents of the State of Utah, have this \_\_\_\_\_ day of \_\_\_\_\_ A. D. 1929, voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah.

And we hereby certify, declare and agree as follows:

ARTICLE I.

The name of this corporation shall be the Boxelder Creek Irrigation Company.

ARTICLE II.

The names and places of residence of the incorporators, and the number of shares of stock actually subscribed by each, are as follows:

NAME	RESIDENCE	Shares of Stock
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etc.

The subscription to the capital stock of this corporation is made by the respective parties to this Agreement by each of them conveying to This Corporation by Deed all of their several water rights in and to the waters of Boxelder Creek, diverted from the said Creek at divers places along the natural channels thereof, in the



County of Boxelder, and State of Utah, and conveyed in and through ditches and laterals from said points of diversion to the lands of the respective parties to the Agreement. And also the proportionate interest of the said parties to this Agreement in all dams, headgates, ditches, weirs and measuring devices, and the appurtenances thereunto belonging, all situated in Boxelder County, Utah.

#### ARTICLE III.

The time for which said corporation is to exist is for a period of FIFTY YEARS from and after the date of its incorporation.

#### ARTICLE IV.

The purpose for which said corporation is formed and the pursuits and business to be engaged in, are (1) to construct, purchase and maintain such water-ways, ditches, canals, reservoirs, dams, headgates, flumes and other or different means which may be necessary and proper to control regulate and distribute the waters of said above described Creek and its tributaries; and to control, regulate, manage and distribute to and among the shareholders of this corporation the waters passing through and flowing in said Creeks and their tributaries, rights to which this corporation owns, according to said respective rights; (1) ( to acquire by purchase or otherwise Water and water rights from such sources as the same may be obtainable, and to regulate, control, manage and distribute the same as aforesaid, exclusively to its shareholders only);

#### ARTICLE V.

The principal place of business of said corporation is and shall be at Brigham City, Boxelder County, Utah.



#### ARTICLE VI.

The Capitol Stock of said Corporation shall be divided into shares of no par value.

Each share of stock in said Corporation shall represent an equal proportionate unit of right to the use of the waters of Boxelder Creek. Said rights by custom and long usage being in this particular locality designated and measured by ~~or~~ turn each share of stock shall, for purposes of incorporation, represent ten minutes of time of water turn of one-ninety sixth of the total accustomed rating of the flow of Boxelder Creek.

It is also understood that should, at some future time, a re-adjudication of the rights of waters of Boxelder Creek be had that then and thereafter shares in this Company may represent a certain definite flow of Boxelder Creek in cubic feet per second of time; the designation at present in terms of turn being for simplification and avoiding difficulty and disagreement.

#### ARTICLE VII.

The number and kind of its officers shall be as follows: A President, A Vice President, A Secretary and Treasurer, and five Directors, all of whom, except the Secretary and Treasurer, shall form a Board of Directors, seven in number, of this corporation. No person shall be eligible to hold office unless he be the owner of at least ten shares of the capital stock of the company on the books of the Corporation. The term of office of the officers of the corporation shall be for two years and until their successors are elected and qualified. The Secretary and Treasurer may be elected from among the Directors, or may be selected from the stockholders at the option of the Directors.



#### ARTICLE VIII.

An annual meeting of the stockholders shall be held on the second Wednesday in the month of January of each year at Brigham City, Boxelder County, Utah.

#### ARTICLE IX.

The officers of the Company shall be elected biennially at the annual stockholders' meeting by the stockholders. Each stockholder shall be entitled to one vote for each share of Stock held by him or her, and may be represented at any meeting or elections by proxy or attorney, duly appointed in writing. A majority of the stock of the corporation which shall have been duly subscribed, must be represented and voted at each election. The person receiving the highest number of votes cast at any election, for each office, shall be elected thereto. If there shall be a failure to hold any election at the time herein specified, a meeting may be called by the Directors, for the election, at a subsequent date, of which meeting the stockholders shall be given at least ten days previous notice in writing, stating the object of the meeting, which notice shall be mailed to each stockholder, or delivered to him personally.

#### ARTICLE X.

Any officer may be removed, and his office declared vacant, by a majority vote of at least two-thirds of the stock of the corporation theretofore subscribed, for misconduct, or other just cause, at any meeting called for that purpose, of which meeting and the purpose thereof, the offending officer and the stockholders shall be given at least ten days previous notice in writing, mailed to each or delivered to him personally. The resignation of any officer may be given in writing, addressed to the Board of Directors, and may be acted upon by the Board of Directors at any meeting. Any vacancy



in the Board of Directors, or other office, shall be filled by the remaining Directors by appointment, and such appointee shall hold office until the next regular election and until his successor is elected and qualified.

ARTICLE XI.

Four members of the Board of Direction shall constitute a quorum at any meeting of the Board of Directors, and such quorum is authorized and empowered to transact the business and exercise the corporate powers of this corporation.

ARTICLE XII.

The names of the persons selected as officers of this corporation until the Annual Meeting to be held in January, A. D. 1930, and to act until their successors are elected and qualified, are as follows:

President:

\_\_\_\_\_

Vice President

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Directors:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Secretary & Treasurer:

\_\_\_\_\_

ARTICLE XIII.

The private property of the stockholders shall not be liable for the debts and obligations of the corporation, or any of them.

ARTICLE XIV.

Special meetings may be called by the President, any time three Directors, or members of the Board, or by any ten stockholders, by written notice, properly posted, published, or mailed for at least ten days previous to the time of such special meeting.



ARTICLE XV.

The Board of Directors shall have the power to appoint such water-masters, agents and other officers of this corporation as to them may seem necessary and proper, and shall adopt such By-Laws, rules, and regulations for the government and control of the corporation as shall be deemed essential and proper, provided, however, that no By-laws shall be binding upon this corporation until approved by the stockholders thereof, by a majority vote of the stockholders at any annual or special meeting. The Board of Directors may levy assessments in the manner prescribed by law.

ARTICLE XVI.

The duties of the officers of this corporation shall be prescribed in the By-laws and as provided by law and as herein specified.

ARTICLE XVII.

All certificates of stock shall be signed by the President and Secretary and shall be of such design as may be determined upon by the Board of Directors; and no certificate shall be issued until the ~~same~~ shall have been duly paid for, and the corporation shall retain a lien upon all stock for any delinquency due to the corporation thereon, and no transfer upon the books of this corporation shall be made of any stock upon which the corporation has a lien.

ARTICLE XVIII.

All proceedings in voting, changing these Articles of Agreement, assessments, and proceedings thereon, together with the sale of delinquent stock, and all matters not herein specifically provided for shall be as provided by law and by the By-laws of this corporation.

I N W I T N E S S W H E R E O F, We have hereunto subscribed our names and places of residence together with the number of shares of stock by us, and each of us, respectively subscribed.

NAME

RESIDENCE

SHARES

Etc.